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2  
3 BILL NO. R-75-08- //

4 RESOLUTION NO. R- 50-75.

5 A RESOLUTION approving the Articles Of Incorporation  
6 of Neighborhood Care, Inc.

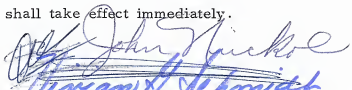
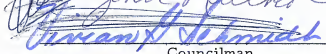
7 WHEREAS, General Ordinance No. G- \_\_\_\_\_, provides for the  
8 incorporation of Neighborhood Car, Inc., as a quasi-public corporation; and

9 WHEREAS, pursuant to said General Ordinance, the incorporators  
10 have prepared Articles of Incorporation, and have submitted the same to the  
11 Common Council of the City of Fort Wayne for its approval.

12 NOW THEREFORE, BE IT RESOLVED BY THE COMMON COUNCIL OF  
13 THE CITY OF FORT WAYNE, INDIANA:  
14

15 1. That the proposed Articles of Incorporation of Neighborhood  
16 Care, Inc., as submitted by the incorporators heretofore designated by the  
17 Common Council of the City of Fort Wayne, a copy of which is attached hereto  
18 as Exhibit A, are hereby approved, and the incorporators are hereby authorized  
19 and directed to file such Articles of Incorporation with the Secretary of State of  
20 Indiana, upon approval by the Secretary of State, in the manner provided by  
21 law.  
22

23 2. This Resolution shall take effect immediately.

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26 Councilman

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34 APPROVED AS TO FORM  
AND LEGALITY,  
35   
CITY ATTORNEY

Read the first time in full and on motion by Schmidt, seconded by Talarico, and duly adopted, read the second time by title and referred to the Committee on Finance (and the City Plan Commission for recommendation) and Public Hearing to be held after due legal notice, at the County Chambers, City-County Building, Fort Wayne, Indiana, on the 8th day of August, 1975, at 8 o'clock P.M., E.S.T.

Date: 8-12-75

Charles W. Westerman  
CITY CLERK

Read the third time in full and on motion by Nickols, seconded by Stinger, and duly adopted, placed on its passage.  
Passed (YEAS) by the following vote:

	AYES	NAYS	ABSTAINED	ABSENT	TO-VOTE
TOTAL VOTES	<u>8</u>	<u>0</u>		<u>1</u>	
BURNS	✓				
HINGA	✓				
KRAUS	✓				
POSES	✓				
BUCKOLS	✓				
SCHMIDT, D.	✓				
SCHMIDT, V.	✓				
STIER	✓				
TALARICO				✓	

DATE: 8-26-75

Charles W. Westerman  
CITY CLERK

Passed and adopted by the Common Council of the City of Fort Wayne, Indiana, as (Zoning) (General) (Annexation) (Special) (Appropriation) Ordinance, (Resolution No. 87-50-75) on the 26th day of August, 1975.

ATTEST: (SEAL) James Stier  
Charles W. Westerman PRESIDING OFFICER  
CITY CLERK

Presented by me to the Mayor of the City of Fort Wayne, Indiana, on the 27th day of August, 1975, at the hour of 2:00 o'clock P. M., E.S.T.

Charles W. Westerman  
CITY CLERK

Approved and signed by me this 27th day of August, 1975, at the hour of 2:00 o'clock P. M., E.S.T.

DATE 8-26-75 CONCURRED IN  
CHARLES W. WESTERMAN, CITY CLERK

James Stier  
MAYOR

Bill No. R-75-08-11

REPORT OF THE COMMITTEE ON ADMINISTRATION AND STATE  
LEGISLATION

We, your Committee on Administration & State to whom was referred ~~an Ordinance~~ a Resolution  
approving the Articles of Incorporation of Neighborhood Care, Inc.

have had said <sup>RESOLUTION</sup> Ordinance under consideration and beg leave to report back to the Common  
Council that said Ordinance <sup>Resolved</sup> do PASS. ~~AS Amended~~

John Nuckols - Chairman

Winfield C. Moses, Jr. - Vice-Chairman

William T. Hinga

Samuel J. Talarico

Eugene Kraus, Jr.

John Nuckols

Winfield C. Moses Jr.

William T. Hinga

Eugene Kraus

*Corrected  
copy*

ARTICLES OF INCORPORATION  
OF  
NEIGHBORHOOD CARE, INC.

The undersigned, being seven (7) natural persons of lawful age, all of whom are citizens of the United States, hereby adopt the following Articles of Incorporation for the purpose of associating themselves as a body corporate as a foundation in the manner and for the purposes stated herein, in accordance with pursuant to, an Act of the General Assembly of the State of Indiana entitled "An Act Concerning the Organization of Foundation or Holding Companies and Prescribing Their Powers and Duties", being Chapter 246 of the Indiana Acts of 1921, as amended, approved March 10, 1921 (Burns. Ind. States. Annot. §25-1101, et seq.) and all Acts amendatory thereof and supplemental thereto.

ARTICLE I.

NAME

The name of this corporation shall be Neighborhood Care, Inc.

ARTICLE II.

Purposes

This Corporation is organized and shall be operated exclusively to promote charitable and educational purposes including social welfare within the City of Fort Wayne, Indiana, within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1954, as the same may be amended from time to time, and the Regulations promulgated thereunder, or the corresponding provision of any future United States revenue law, in accordance with the following specific purposes:

(a) To provide technical services, and other consultative services, and assistance at reasonable fees, to assist profit and nonprofit sponsors of housing construction or rehabilitation for low and moderate income occupancy in the development of such housing.

(b) To serve as interim sponsor-developer/mortgagor of new or rehabilitated housing units until conveyance to appropriate permanent sponsor-mortgagors, or as permanent sponsor-developer/mortgagor of such housing under such conveyance occurs, with emphasis upon facilitating homeownership by persons and families of low and moderate income.

(c) To provide financial and technical assistance to the owners and purchasers of real property for the purchase, restoration, reconstruction, rehabilitation and improvement of real property;

(d) To promote, assist and fund special purpose programs, including home-ownership counseling, maintenance and family budget counseling, for the strengthening of family stability, neighborhood conservation, and to com-

bat neighborhood and community deterioration;

(e) To foster and promote the rehabilitation of residential and mixed-use properties;

(f) To promote the establishment of local housing sponsor, development and management organizations;

(g) To promote education, training and counseling programs in residential housing construction and management skills for sponsors of housing and for other persons now unskilled or semi-skilled, presently employed or underemployed with emphasis on expanding employment opportunities in the homebuilding and construction industries;

(h) To promote responsible ownership, management and entrepreneurship in the contracting and sub-contracting residential housing construction industry, with emphasis upon developing ownership ventures in innercity areas, owned and operated by local residents; and

(i) To promote proven and innovative techniques, programs and attempts by private industry, financial institutions and others to design, construct, remodel and rehabilitate and finance housing of long-term durability.

### ARTICLE III.

#### Rights, Powers and Privileges

Subject to any limitations or restrictions imposed by law, or these Articles of Incorporation, this Corporation shall have full exercise and enjoy, in furtherance of the purposes set forth herein, all of the rights, powers, privileges and immunities granted, and not expressly denied, by Chapter 246 of the Indiana Acts of 1921, as amended, and by §4 of the Indiana General-Not-For-Profit Act, being Chapter 157 of the Indiana Acts of 1935 as amended, and under the common law, as may be necessary, convenient or expedient in order to accomplish the purposes set forth herein, as well as, any and all things which shall not impair the Corporation's status as an exempt organization under §501(c)(4) of the Internal Revenue Code and the Regulations promulgated thereunder, including but not by way of limitation, the following:

(a) To sue and be sued in its corporate name;

(b) To have a corporate seal and to alter the same at pleasure;

(c) To receive by gift, devise, bequest, or to otherwise acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property absolutely or in trust, real or personal, tangible or intangible, including, but not by way of limitation, the acquisition of real property to be held in receivership or

trusteeship in accordance with Chapter 243 of Acts of the General Assembly of the State of Indiana of 1967, as amended;

- (d) To borrow money and issue, sell, or pledge its obligations and evidences of indebtedness, and to mortgage its property and franchises to secure the payment thereof;
- (e) To carry out its purposes in this state and elsewhere; to have one or more offices out of this state; and to acquire, own, hold, and use, and lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible, out of this state.
- (f) To acquire, hold, own and vote and to sell, assign transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds securities or evidence of indebtedness of any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the corporation.
- (g) To appoint such officers and agents as the affairs of the corporation may require and to define their duties and fix their compensation.
- (h) To make by-laws for the government and regulation of its affairs.
- (i) To cease its activities and to dissolve and surrender its corporate franchise.

#### IV

##### Term of Existence

The period during which the Corporation is to continue as a corporation is perpetuity.

#### V

##### General Office

The general office of the Corporation shall be located at the City-County Building, Fort Wayne, Allen County, Indiana, 46802. The Resident Agent in charge of such general office shall be the City Clerk of said City.

#### VI

##### Limitation of Purposes and Powers

A. No Private Benefit. No money or property received or held by the Corporation shall ever inure, directly or indirectly, to the private benefit of any member, director or officer of the Corporation, or any other person whomsoever, except for reasonable compensation for services actually rendered to the Corporation.

B. Distribution of Earnings or Assets. On dissolution of this Corporation, any assets remaining after payment of its debts and obligations shall be transferred or distributed to a Corporation organized for educational charitable purposes substantially the same as the purposes of this Corporation, such distribution to be for purposes within the intent of § 501 (c) (4) or § 501 (c) (3) of the Internal Revenue Code of 1954 and the Regulations promulgated thereunder as the same may exist or as they may be hereafter amended from time to time. No assets of the Corporation shall be distributed in dissolution or otherwise to any incorporator, member, donor, officer or employee.

#### ARTICLE VII.

##### Membership

A. Membership. The membership of the Corporation shall be composed of, and be identical to, the Board of Directors of the Corporation.

B. Limit of Liability of Members. Neither the members of the Corporation nor their individual property shall be subject to any liability for any debts of the Corporation beyond the amount of any contribution to the initial capital fund of the Corporation.

#### ARTICLE VIII.

##### Board of Directors

A. First Board of Directors. The first Board of Directors shall consist of the following named persons:

B. Number of Directors. The Corporation shall be governed by the Board of Directors. The number of Directors of the Corporation shall be eleven (11).

C. Composition of the Board of Directors. The Board of Directors shall at all times be composed of the following two (2) divisions of Directors, selected as follows, subject to such approval as may be required by statute, ordinance or resolution:

(1) Public Directors. There shall be seven (7) Public

Directors consisting of the following named persons who shall hold office by virtue of their respective offices:

Ivan A. Lebamoff, Mayor of the City of Fort Wayne, Indiana

Louis Petro, Director of the Division of Housing Planning of the Department of Community Development of the City of Fort Wayne

E. Owen Donnelly, Director of the Department of Community Development and Planning of the City Fort Wayne.

Richard Wanush, Director of the Division of Current Planning of the Department of Community Development and Planning of the City of Fort Wayne.

Robert Colestock, Director of the Division of Neighborhood Preservation of the Department of Community Development and Planning of the City of Fort Wayne.

William G. Williams, Director of the Department of Human Resources of the City of Fort Wayne

James S. Stier, President of the Common Council of the City of Fort Wayne or his designated Councilmanic Representative

(2) Community Directors. There shall be four (4) Community Directors selected from the general community of greater Fort Wayne to be selected in the manner provided and set forth in the By-Laws of the Corporation from time to time.

(3) Managing Director. The Director of the Division of Neighborhood Preservation of the Department of Community Development and Planning of the City of Fort Wayne shall serve as Managing Director and Executive Vice-President.

The First Board of Directors shall serve for a term of 1 year and until their successors are selected and qualified; thereafter, (a) each Public Director who is a public official or employee shall be deemed re-elected for an additional term or terms of office so long as he continues to hold such public office, or until his resignation or replacement be the public official or body responsible for his selection. (b) The Community Directors shall serve for such terms, as shall be designated by the By-Laws of the Corporation which terms may expire at different times but shall not continue for more than three (3) years.

Any vacancy occurring in the Board of Directors shall be filled, if at all, for the unexpired term thereof, by the persons and in the manner as set forth above, except that a vacancy in the office of Community Director shall be filled by appointment by the Mayor.

D. Quorum. A majority of the Board of Directors shall be necessary to constitute a quorum thereof, except in the event of a vacancy in the office of Director, a quorum shall require a majority of the remaining directors, and the act of the majority of the Directors present at a meeting,



at which a quorum is present, shall be the act of the Board of Directors.

IX

Incorporators

<u>Name</u>	<u>Residence Address</u>
Ivan A. Lebamoff	205 E. Packard Avenue Fort Wayne, Indiana
E. Owen Donnelly	4315 Drury Lane Fort Wayne, Indiana
Richard Wanush	532 Oakdale Drive Fort Wayne, Indiana
Louis Petro	4101 Plaza Drive Fort Wayne, Indiana
Robert Colestock	7228 Mowhawa Drive Fort Wayne, Indiana
William G. Williams	4111 Abbott Street Fort Wayne, Indiana
James S. Stier	3404 Congress Street Fort Wayne, Indiana

Regulatory Provisions

A. Meetings of the Board of Directors may be held at any place within or without the State of Indiana, provided proper notice in writing thereof is given to all Directors.

B. The Seal of the Corporation shall be circular in form with the name of the Corporation around the periphery and the word "SEAL" through the center.

C. Subject to the provisions of any applicable law and these Articles of Incorporation, the affairs and operations of this Corporation including, but not limited to, the amendment of these Articles, the establishment of officers and their election and removal, the appointments of agents or representatives of the corporation, the adoption of Code of By-Laws, the establishment of the procedures for fulfilling the corporate purposes and the exercise of all of the powers of the Corporation shall be vested solely in the Board of Directors of the Corporation.

D. The Board of Directors, by a majority vote of all the members of the Board, shall appoint the following committees from the members of the Board of Directors:

(1) The Executive Committee, consisting of not more than five (5) members, at least one of whom shall be a Community Director. Such Executive Committee shall act in the place and stead of the Board of Directors from time to time during

the interval between meetings of the Board of Directors, and shall possess the same authority and powers of the full Board of Directors; and

(2) The Finance Committee, a majority of the members of which shall be Community Directors. The Board may also appoint such other committees as it may deem necessary for the conduct of the Corporation's business.

E. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

F. Indemnification of Directors, Officers and Employees.  
The Corporation shall indemnify any person, his heirs, legal representatives and assigns, made a party to any action, suit or proceeding by reason of the fact he is or was Director, officer or employee of the Corporation, or of any corporation which he served as such at the request of the Corporation against the reasonable expenses, including attorneys' fees actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except, unless otherwise specifically provided therein, in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, officer or employee is liable for negligence or misconduct in the performance of his duties. The Corporation shall also reimburse to any such Director, officer or employee the reasonable costs of settlement of or judgment rendered in any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum) in their judgment reasonably exercised that such Director, officer or employee was not guilty of negligence or misconduct. In making such findings and notwithstanding the adjudication in any action, suit or proceeding against a Director, Officer or employee, no Director, Officer or employee shall be considered or deemed to be guilty of or liable for negligence or misconduct in the performance of his duty where, acting in good faith, such Director, officer or

employee relied upon the books and records of the Corporation or statements or advice made by or prepared by any officer or employee of the Corporation, or any accountant, attorney or other person, firm or corporation employed by the Corporation to render advice or service, unless such Director, officer or employee had actual knowledge of the falsity or incorrectness, thereof; nor shall a Director be deemed guilty of or liable for negligence or misconduct by virtue of the fact that he failed or neglected to attend a meeting or meetings of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators designated in Article IX execute these Articles of Incorporation and certify to the truth of the facts herein stated, this \_\_\_\_\_ day of \_\_\_\_\_, 1975.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF INDIANA       )  
                              ) SS:  
COUNTY OF ALLEN       )

Before me, a Notary Public in and for said County and State personally appeared the foregoing persons, who severally acknowledged the execution of the foregoing articles of incorporation.

WITNESS MY hand and Notarial Seal this \_\_\_\_\_ day of \_\_\_\_\_, 1975.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

B. Number of Directors. The Corporation shall be governed by the Board of Directors. The number of Directors of the Corporation shall be ~~ten~~ <sup>11</sup> (10).

C. Composition of the Board of Directors. The Board of Directors shall at all times be composed of the following two (2) divisions of Directors, selected as follows, subject to such approval as may be required by statute, ordinance or resolution:

(1) Public Directors. There shall be ~~six~~ <sup>7</sup> (6) Public Directors consisting of the following named persons who shall hold office by virtue of their respective offices:

Ivan A. Lebamoff, Mayor of the City of Fort Wayne, Indiana

Louis Petro, Director of the Division of Housing Planning of the Department of Community Development of the City of Fort Wayne

E. Owen Donnelly, Director of the Department of Community Development and Planning of the City of Fort Wayne

Richard Wanush, Director of the Division of Current Planning of the Department of Community Development and Planning of the City of Fort Wayne

Robert D. Colestock, Director of the Division of Neighborhood Preservation of the Department of Community Development and Planning of the City of Fort Wayne

William G. Williams, Director of the Department of Human Resources of the City of Fort Wayne

(2) Community Directors. There shall be four (4)

Community Directors selected from the general community of greater Fort Wayne to be selected in the manner provided and set forth in the By-laws of the Corporation from time to time.

(3) Managing Director. The Director of the Division of Neighborhood Preservation of the Department of Community Development and Planning of the City of Fort Wayne shall serve as Managing Director and Executive Vice-President.

*James H. Allen, President  
of the Common Council  
of the City of Fort Wayne*  
*Director of the  
Department of H*

*Councilman*  
*President of City Council* *Arthur designs the delegates*

Incorporators

The names and addresses of the incorporators are:

<u>Name</u>	
Ivan A. Lebamoff	205 East Packard Avenue Fort Wayne, Indiana
E. Owen Donnelly	4315 Drury Lane Fort Wayne, Indiana
Richard Wanush	532 Oakdale Drive Fort Wayne, Indiana
Louis Petro	4101 Plaza Drive Fort Wayne, Indiana
Robert Colestock	7228 Mowhawa Drive Fort Wayne, Indiana
William G. Williams	4111 Abbot Street Fort Wayne, Indiana

Regulatory Provisions

*James B. Steen  
3404 Congress Street*

A. Meetings of the Board of Directors may be held at any place within or without the State of Indiana, provided proper notice in writing thereof is given to all Directors.

B. The Seal of the Corporation shall be circular in form with the name of the Corporation around the periphery and the word "SEAL" through the center.

C. Subject to the provisions of any applicable law and these Articles of Incorporation, the affairs and operations of this Corporation including, but not limited to, the amendment of these Articles, the establishment of officers and their election and removal, the appointments of agents or representatives of the Corporation, the adoption of a Code of By-Laws, the establishment of the procedures for fulfilling the corporate purposes and the exercise of all of the powers of the Corporation shall be vested solely in the Board of Directors of the Corporation.

## Memorandum

To Charles Westerman Date August 26, 1975  
From Robert D. Colestock  
Subject Articles of Incorporation of Neighborhood Care, Inc. (R-75-08- 11)

COPIES TO:

In accordance with the proposed amendment to General Ordinance 9-75-08-10, the proposed Articles of Incorporation would have to be amended.

You will note that these proposed articles are attached to R-75-08-11 which resolution seeks to approve the Articles.

Attached are pages of the proposed Articles of Incorporation which reflect the changes required.



RDC/srb

ARTICLES OF INCORPORATION  
OF  
NEIGHBORHOOD CARE, INC.

The undersigned, being <sup>Seven</sup> ~~five (5)~~ natural persons of lawful age, all of whom are citizens of the United States, hereby adopt the following Articles of Incorporation for the purpose of associating themselves as a body corporate as a foundation in the manner and for the purposes stated herein, in accordance with pursuant to, an Act of the General Assembly of the State of Indiana entitled "An Act Concerning the Organization of Foundation or Holding Companies and Prescribing Their Powers and Duties", being Chapter 246 of the Indiana Cts. of 1921, as amended, approved March 10, 1921 (Burns Ind. Stats. Annot. §25-1101, et seq.) and all Acts amendatory thereof and supplemental thereto.

ARTICLE I.

NAME

The name of this corporation shall be Neighborhood Care, Inc.

ARTICLE II.

Purposes

This Corporation is organized and shall be operated exclusively to promote charitable and educational purposes including social welfare within the City of Fort Wayne, Indiana, within the meaning of Section 501 (c) (4) of the Internal Revenue Code of 1954, as the same may be amended from time to time, and the Regulations

promulgated thereunder, or the corresponding provision of any future United States revenue law, in accordance with the following specific purposes:

(a) To provide technical services, and other consultative services, and assistance at reasonable fees, to assist profit and nonprofit sponsors of housing construction or rehabilitation for low and moderate income occupancy in the development of such housing.

(b) To serve as interim sponsor-developer/mortgagor of new or rehabilitated housing units until conveyance to appropriate permanent sponsor-mortgagors, or as permanent sponsor-developer/mortgagor of such housing until such conveyance occurs, with emphasis upon facilitating homeownership by persons and families of low and moderate income.

(c) To provide financial and technical assistance to the owners and purchasers of real property for the purchase, restoration, reconstruction, rehabilitation and improvement of real property;

(d) To promote, assist and fund special purpose programs, including home-ownership counseling, maintenance and family budget counseling, for the strengthening of family stability, neighborhood conservation, and to combat neighborhood and community deterioration;

(e) To foster and promote the rehabilitation of residential and mixed-use properties;

(f) To promote the establishment of local housing sponsor, development and management organizations;



(g) To promote education, training and counseling programs in residential housing construction and management skills for sponsors of housing, and for other persons now unskilled or semi-skilled, presently employed or underemployed with emphasis on expanding employment opportunities in the home-building and construction industries;

(h) To promote responsible ownership, management and entrepreneurship in the contracting and sub-contracting residential housing construction industry, with emphasis upon developing ownership ventures in innercity areas, owned and operated by local residents; and

(i) To promote proven and innovative techniques, programs and attempts by private industry, financial institutions and others to design, construct, remodel and rehabilitate and finance housing of long-term durability.

### ARTICLE III.

#### Rights, Powers and Privileges

Subject to any limitations or restrictions imposed by law, or these Articles of Incorporation, this Corporation shall have full exercise and enjoy, in furtherance of the purposes set forth herein, all of the rights, powers, privileges and immunities granted, and not expressly denied, by Chapter 246 of the Indiana Acts of 1921, as amended, and by § 4 of the Indiana

General Not-For-Profit Act, being Chapter 157 of the Indiana Acts of 1935 as amended, and under the common law, as may be necessary, convenient or expedient in order to accomplish the purposes set forth herein, as well as, any and all things which shall not impair the Corporation's status as an exempt organization under § 501 (c) (4) of the Internal Revenue Code and the Regulations promulgated thereunder, including but not by way of limitation, the following:

- (a) To sue and be sued in its corporate name:
- (b) To have a corporate seal and to alter the same at pleasure:
- (c) To receive by gift, devise, bequest, or to otherwise acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property absolutely or in trust, real or personal, tangible or intangible, including, but not by way of limitation, the acquisition of real property to be held in receivership or trusteeship in accordance with Chapter 243 of Acts of the General Assembly of the State of Indiana of 1967, as amended;
- (d) To borrow money and issue, sell, or pledge its obligations and evidences of indebtedness, and to mortgage its property and franchises to secure the payment thereof:
- (e) To carry out its purposes in this state and elsewhere; to have one or more offices out of this state; and to acquire, own, hold, and use, and lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible, out of this state.
- (f) To acquire, hold, own and vote and to sell, assign transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities or evidence of indebtedness of any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the corporation.
- (g) To appoint such officers and agents as the affairs of the corporation may require and to define their duties and fix their compensation.

- (h) To make by-laws for the government and regulation of its affairs.
- (i) To cease its activities and to dissolve and surrender its corporate franchise.

#### IV.

##### Term of Existence

The period during which the Corporation is to continue as a corporation is perpetuity.

#### V.

##### General Office

The general office of the Corporation shall be located at the City-County Building, Fort Wayne, Allen County, Indiana, 46802. The Resident Agent in charge of such general office shall be the City Clerk of said City.

#### VI.

##### Limitation of Purposes and Powers

A. No Private Benefit. No money or property received or held by the Corporation shall ever inure, directly or indirectly, to the private benefit of any member, director or officer of the Corporation, or any other person whomsoever, except for reasonable compensation for services actually rendered to the Corporation.

B. Distribution of Earnings or Assets. On dissolution of this Corporation, any assets remaining after payment of its debts and obligations shall be transferred or distributed to a Corporation organized for educational and charitable purposes substantially the same as the purposes of this Corporation, such distribution to be for purposes within the intent of § 501 (c) (4) or § 501 (c) (3) of the Internal Revenue Code of 1954 and the Regulations promulgated thereunder as the same may exist or as they may be hereafter amended from time to time. No assets of the Corporation shall be distributed in dissolution or otherwise to any incorporator, member, donor, officer or employee.

## ARTICLE VII.

### Membership

A. Membership. The membership of the Corporation shall be composed of, and be identical to, the Board of Directors of the Corporation.

B. Limit of Liability of Members. Neither the members of the Corporation nor their individual property shall be subject to any liability for any debts of the Corporation beyond the amount of any contribution to the initial capital fund of the Corporation.

ARTICLE VIII.

Board of Directors

A. First Board of Directors. The first Board of Directors shall consist of the following named persons:

B. Number of Directors. The Corporation shall be governed by the Board of Directors. The number of Directors of the Corporation shall be ~~nine~~<sup>7</sup> (9).

C. Composition of the Board of Directors. The Board of Directors shall at all times be composed of the following two (2) divisions of Directors, selected as follows, subject to such approval as may be required by statute, ordinance or resolution:

(1) Public Directors. There shall be ~~five~~<sup>7</sup> (5) Public Directors consisting of the following named persons who shall hold office by virtue of their respective offices:

Ivan A. Lebamoff, Mayor of the City of Fort Wayne, Indiana

Louis Petro, Director of the Division of Housing Planning of the Department of Community Development of the City of Fort Wayne

E. Owen Donnelly, Director of the Department of Community Development and Planning of the City of Fort Wayne.

Richard Wanush, Director of the Division of Current Planning of the Department of Community Development and Planning of the City of Fort Wayne.

Robert Colestock, Director of the Division of Neighborhood Preservation of the Department of Community Development and Planning of the City of Fort Wayne.

(2) Community Directors. There shall be four (4) Community Directors selected from the general community of greater Fort Wayne to be selected in the manner provided and set forth in the By-Laws of the Corporation from time to time.

(3) Managing Director. The Director of the Division of Neighborhood Preservation of the Department of Community Development and Planning of the City of Fort Wayne shall serve as Managing Director and Executive Vice-President.

The First Board of Directors shall serve for a term of 1 year and until their successors are selected and qualified; thereafter, (a) each Public Director who is a public official or employee shall be deemed re-elected for an additional term or terms of office so long as he continues to hold such public office, or until his resignation or replacement by the public official or body responsible for his selection. (b) The Community Directors shall serve for such terms, as shall be designated by the By-Laws of the Corporation which terms may expire at different times but shall not continue for more than three (3) years.

Any vacancy occurring in the Board of Directors shall be filled, if at all, for the unexpired term thereof, by the persons and in the manner as set forth above, except that a vacancy in the office of Community Director shall be filled by appointment by the Mayor.

D. Quorum. A majority of the Board of Directors shall be necessary to constitute a quorum thereof, except in the event of a vacancy in the office of Director, a quorum shall require a majority of the remaining directors, and the act of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

Incorporators

The names and addresses of the incorporators are:

<u>Name</u>	<u>Residence Address</u>
Ivan A. Lebamoff	205 E. Packard Avenue Fort Wayne, Indiana
E. Owen Donnelly	4315 Drury Lane Fort Wayne, Indiana
Richard Wanush	532 Oakdale Drive Fort Wayne, Indiana
Louis Petro	4101 Plaza Drive Fort Wayne, Indiana
Robert Colestock	7228 Mowhawa Drive Fort Wayne, Indiana

Regulatory Provisions

A. Meetings of the Board of Directors may be held at any place within or without the State of Indiana, provided proper notice in writing thereof is given to all Directors.

B. The Seal of the Corporation shall be circular in form with the name of the Corporation around the periphery and the word "SEAL" through the center.

C. Subject to the provisions of any applicable law and these Articles of Incorporation, the affairs and operations of this Corporation including, but not limited to, the amendment of these Articles, the establishment of officers and their election and removal, the appointments of agents or representatives of the Corporation, the adoption of a Code of By-Laws, the establishment of the procedures for fulfilling the corporate purposes and the exercise of all of the powers of the Corporation shall be vested solely in the Board of Directors of the Corporation.



D. The Board of Directors, by a majority vote of all the members of the Board, shall appoint the following committees from the members of the Board of Directors:

(1) The Executive Committee, consisting of not more than five (5) members, at least one of whom shall be a Community Director. Such Executive Committee shall act in the place and stead of the Board of Directors from time to time during the interval between meetings of the Board of Directors, and shall possess the same authority and powers of the full Board of Directors; and

(2) The Finance Committee, a majority of the members of which shall be Community Directors. The Board may also appoint such other committees as it may deem necessary for the conduct of the Corporation's business.

E. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action if the fact of such interest shall be disclosed or known to the Board of Directors.

and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

F. Indemnification of Directors, Officers and Employees.

The Corporation shall indemnify any person, his heirs, legal representatives and assigns, made a party to any action, suit or proceeding by reason of the fact that he is or was Director, officer or employee of the Corporation, or of any corporation which he served as such at the request of the Corporation against the reasonable expenses, including attorneys' fees actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except, unless otherwise specifically provided therein, in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, officer or employee is liable for negligence or misconduct in the performance of his duties. The Corporation shall also reimburse to any such Director, officer or employee the reasonable costs of settlement of or judgment rendered in any such action, suit or proceeding, if it

shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum) in their judgment reasonably exercised that such Director, officer or employee was not guilty of negligence or misconduct. In making such findings and notwithstanding the adjudication in any action, suit or proceeding against a Director, Officer or employee, no Director, Officer or employee shall be considered or deemed to be guilty of or liable for negligence or misconduct in the performance of his duty where, acting in good faith, such Director, officer or employee relied upon the books and records of the Corporation or statements or advice made by or prepared by any officer or employee of the Corporation, or any accountant, attorney or other person, firm or corporation employed by the Corporation to render advice or service, unless such Director, officer or employee had actual knowledge of the falsity or incorrectness thereof; nor shall a Director be deemed guilty of or liable for negligence or misconduct by virtue of the fact that he failed or neglected to attend a meeting or meetings of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators designated in Article IX execute these Articles of Incorporation and certify to the truth of the facts herein stated, this \_\_\_\_ day of \_\_\_\_, 1975.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF INDIANA    }  
COUNTY OF ALLEN    } SS:

Before me, a Notary Public in and for said County and State personally appeared the foregoing persons, who severally acknowledged the execution of the foregoing articles of incorporation.

WITNESS MY hand and Notarial Seal this \_\_\_\_ day of \_\_\_\_, 1975.

\_\_\_\_\_  
Notary Public

My Commission Expires:  
\_\_\_\_\_

## Memorandum

To Charles Westerman, City Clerk Date September 25, 1975  
From Robert D. Colestock  
Subject Resolution 50-75 ATTENTION: Natka

COPIES TO:

Attached is a true copy of the Articles of Incorporation of Neighborhood Care, Inc., as the same were filed with Larry Conrad, Secretary of State.

This form was derived from the Articles as approved by Council by Resolution 50-75 adopted August 26, 1975.

There is no change in substance. The majority of changes relate only to a restructuring into the article format of this form; also to facilitate filing, only three (3) incorporators are utilized in this form, while the original articles had seven (7) incorporators. This was unwieldy, and I made an administrative decision to file with only three (3) incorporators. The number, divisions, designations and other matters relating to Directors is the same (although you will notice that the format is different).

Please file this copy with Resolution 50-75.

Thank you.



RDC/srb  
Attached:

ARTICLES OF INCORPORATION  
(Not for Profit)

Prescribed by Larry A. Conrad,  
Secretary of State of Indiana

INSTRUCTIONS:

Use 8½ x 11 Inch Paper for Inserts

Present 2 Executed Copies to Secretary of  
State, Room 155, State House, Indianapolis,  
Indiana 46204

FILING FEE is \$13.00

General Requirements -- "Non-Profit" means  
that the Corporation shall not engage in any  
activities for the pecuniary gain of its  
members.

ARTICLES OF INCORPORATION  
OF

..... Neighborhood Care, Inc. ....

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, (hereinafter referred to as the "Act"), executed the following Articles of Incorporation.

ARTICLE I  
Name

The name of the Corporation is ..Neighborhood Care, Inc., .....  
(The name shall include the word "Corporation" or "Incorporated", or one of the abbreviations thereof.)

ARTICLE II  
Purposes

The purposes for which the Corporation is formed are:

This Corporation is organized and shall be operated exclusively to promote charitable and educational purposes including social welfare within the City of Fort Wayne, Indiana within the meaning of Section 501 (c) (4) of the Internal Revenue Code of 1954, as the same may be amended from time to time, and the Regulations promulgated thereunder, or the corresponding provision of any future United States revenue law, in accordance with the following specific purposes:

- (a) To provide technical services, and other consultative services, and assistance at reasonable fees, to assist profit and nonprofit sponsors of housing construction or rehabilitation for low and moderate income occupancy in the development of such housing.
- (b) To serve as interim sponsor-developer/mortgagor of new or rehabilitated housing units until conveyance to appropriate permanent sponsor-mortgagors, or as permanent sponsor-developer/mortgagor of such housing until such conveyance occurs, with emphasis upon facilitating homeownership by persons and families of low and moderate income.
- (c) To provide financial and technical assistance to the owners and purchasers of real property for the purchase, restoration, reconstruction, rehabilitation and improvement of real property;
- (d) To promote, assist and fund special purpose programs, including homeownership counseling, maintenance and family budget counseling, for the strengthening of family stability, neighborhood conservation, and to combat neighborhood and community deterioration;
- (e) To foster and promote the rehabilitation of residential and mixed-use properties;
- (f) To promote the establishment of local housing sponsor, development and management organizations;
- (g) To promote education, training and counseling programs in residential housing construction and management skills for sponsors of housing, and for other persons now unskilled or semi-skilled, presently employed or underemployed with emphasis on expanding employment opportunities in the home-building and construction industries;

- (h) To promote responsible ownership, management and entrepreneurship in the contracting and sub-contracting residential housing construction industry, with emphasis upon developing ownership ventures in innercity areas, owned and operated by local residents; and
- (i) To promote proven and innovative techniques, programs and attempts by private industry, financial institutions and others to design, construct, remodel and rehabilitate and finance housing of long-term durability.



### ARTICLE III Period of Existence

The period during which the Corporation shall continue is perpetual . . . . .  
(will either be "Perpetual", or, if to be limited, some definite period of time.)

### ARTICLE IV Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is Charles Westerman, City Clerk . . . . .  
(Name)

1 Main Street . . . . . Fort Wayne . . . . . INDIANA . 46802 . . . . .  
(Number and Street or Building) (City) (State) (Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is . . . .

1 Main Street . . . . . Fort Wayne . . . . . INDIANA . 46802 . . . . .  
(Number and Street or Building) (City) (State) (Zip Code)

### ARTICLE V Membership

(A minimum of three (3) shall have signed the membership list. Directors or Trustees or Incorporators are included in the Membership.)

Section 1. Classes. (If any)

Membership. The membership of the Corporation shall be composed of,  
and be identical to, the Board of Directors of the Corporation.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes.

Limit of Liability of Members. Neither the members of the Corporation nor their individual property shall be subject to any liability for any debts of the Corporation beyond the amount of any contribution to the initial capital fund of the Corporation.

Section 3. Voting Rights of Classes.

Each member shall have one (1) vote.

PLEASE NOTE: The Corporation shall confer upon every member a certificate signed by the President (or Vice-President) and Secretary (or Assistant Secretary), stating that he is a member of the Corporation.

ARTICLE VI  
Directors

Section 1. Number of Directors. The initial Board of Directors is composed of seven (7) . . . . members. If the exact number of Directors is not stated, the minimum number shall be . . . . . , and the maximum number shall be . . . . . Provided, however, that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation: AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).

Section 2. Names and Post Office Addresses of the Directors. The name and post office addresses of the initial Board of Directors are:

Name	Number and Street or Building	City	State	Zip Code
Ivan A. Lebamoff	205 East Packard Avenue	Fort Wayne	Indiana	46806
E. Owen Donnelly	4315 Drury Lane	Fort Wayne	Indiana	46807
Richard Wanush	532 Oakdale Drive West	Fort Wayne	Indiana	46807
Louis G. Petro	4101 Plaza Drive	Fort Wayne	Indiana	46806
Robert D. Colestock	7228 Mowhawa Drive	Fort Wayne	Indiana	46805
William G. Williams	4111 Abbot Street	Fort Wayne	Indiana	46806
James S. Stier	3404 Congress Street	Fort Wayne	Indiana	46806

ARTICLE VII  
Incorporator(s)

Section 1. Names and Post Office Addresses. The names and post office address(es) of the incorporator(s) of the Corporation is (are) as follows:

Name	Number and Street or Building	City	State	Zip Code
E. Owen Donnelly	4315 Drury Lane	Fort Wayne	Indiana	46807
Richard Wanush	532 Oakdale Drive West	Fort Wayne	Indiana	46807
Robert D. Colestock	7228 Mowhawa Drive	Fort Wayne	Indiana	46805

ARTICLE VIII  
Statement of Property (If any)

A statement of the property and an estimate of the value thereof, to be taken over by this corporation at or upon its incorporation are as follows:

None

ARTICLE IX  
Provisions for Regulation and Conduct  
Of the Affairs of Corporation  
(Can be the "By Laws")

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this corporation, and creating, defining, limiting or regulating the powers of this corporation, of the directors or of the members or any class or classes of members are as follows:

Rights, Powers and Privileges: Subject to any limitations or restrictions imposed by law, or these Articles of Incorporation, this Corporation shall have full exercise and enjoy, in furtherance of the purposes set forth herein, all of the rights, powers, privileges and immunities granted, and not expressly denied, by Chapter 246 of the Indiana Acts of 1921, as amended, and by § 4 of the Indiana General Not-For-Profit Act, being Chapter 157 of the Indiana Acts of 1935 as amended, and under the common law, as may be necessary, convenient or expedient in order to accomplish the purposes set forth herein, as well as any and all things which shall not impair the Corporation's status as an exempt organization under § 501 (c) (4) of the Internal Revenue Code and the Regulations promulgated thereunder, including but not by way of limitation, the following:

- (a) To sue and be sued in its corporate name;
- (b) To have a corporate seal and to alter the same at pleasure;
- (c) To receive by gift, devise, bequest, or to otherwise acquire, own, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property absolutely or in trust, real or personal, tangible or intangible, including, but not by way of limitation, the acquisition of real property to be held in receivership or trusteeship in accordance with Chapter 243 of Acts of the General Assembly of the State of Indiana of 1967, as amended;
- (d) To borrow money and issue, sell, or pledge its obligations and evidences of indebtedness, and to mortgage its property and franchises to secure the payment thereof;
- (e) To carry out its purposes in this state and elsewhere; to have one or more offices out of this state; and to acquire, own, hold, and use, and lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible, out of this state;
- (f) To acquire, hold, own and vote and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities or evidence of indebtedness of any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the corporation;
- (g) To appoint such officers and agents as the affairs of the corporation may require and to define their duties and fix their compensation;
- (h) To make by-laws for the government and regulation of its affairs;
- (i) To cease its activities and to dissolve and surrender its corporate franchise.

#### Regulatory Provisions

A. Meetings of the Board of Directors may be held at any place within or without the State of Indiana, provided proper notice in writing thereof is given to all Directors.

B. The Seal of the Corporation shall be circular in form with the name of the Corporation around the periphery and the word "SEAL" through the center.

C. Subject to the provisions of any applicable law and these Articles of Incorporation, the affairs and operations of this Corporation including, but not limited to, the amendment of these Articles, the establishment of officers

and their election and removal, the appointments of agents or representatives of the Corporation, the adoption of a Code of By-Laws, the establishment of the procedures for fulfilling the corporate purposes and the exercise of all of the powers of the Corporation shall be vested solely in the Board of Directors of the Corporation.

D. The Board of Directors, by a majority vote of all the members of the Board, shall appoint the following committees from the members of the Board of Directors:

(1) The Executive Committee, consisting of not more than five (5) members, at least one of whom shall be a Community Director. Such Executive Committee shall act in the place and stead of the Board of Directors from time to time during the interval between meetings of the Board of Directors, and shall possess the same authority and powers of the full Board of Directors; and

(2) The Finance Committee, a majority of the members of which shall be Community Directors. The Board may also appoint such other committees as it may deem necessary for the conduct of the Corporation's business.

#### Board of Directors

A. First Board of Directors. The first Board of Directors shall consist of the following named persons:

Ivan A. Lebamoff

Louis G. Petro

E. Owen Donnelly

Richard Wanush

Robert D. Colestock

William G. Williams

James S. Stier

B. Number of Directors. The Corporation shall be governed by the Board of Directors. The number of Directors of the Corporation shall be eleven (11).

C. Composition of the Board of Directors. The Board of Directors shall at all times be composed of the following two (2) divisions of Directors, selected as follows, subject to such approval as may be required by statute, ordinance or resolution:

(1) Public Directors. There shall be seven (7) Public Directors consisting of the following named persons who shall hold office by virtue of their respective offices:

Ivan A. Lebamoff, Mayor of the City of Fort Wayne, Indiana

Louis G. Petro, Director of the Division of Housing Planning of the Department of Community Development of the City of Fort Wayne, Indiana

E. Owen Donnelly, Director of the Division of Community Development and Planning of the City of Fort Wayne, Indiana

Richard Wanush, Director of the Division of Current Planning of the Department of Community Development and Planning of the City of Fort Wayne, Indiana

Robert Colestock, Director of the Division of Neighborhood Preservation of the Department of Community Development and Planning of the City of Fort Wayne, Indiana

William G. Williams, Director of the Department of Human Resources of the City of Fort Wayne, Indiana

James S. Stier, President of the Common Council of the City of Fort Wayne, Indiana

(2) Community Directors. There shall be four (4) Community Directors selected from the general community of greater Fort Wayne to be selected in the manner provided and set forth in the By-Laws of the Corporation from time to time.

(3) Managing Director. The Director of the Division of Neighborhood Preservation of the Department of Community Development and Planning of the City of Fort Wayne shall serve as Managing Director and Executive Vice-President.

The first Board of Directors shall serve for a term of one (1) year and until their successors are selected and qualified; thereafter, (a) each Public Director who is a public official or employee shall be deemed re-elected for an additional term or terms of office so long as he continues to hold such public office, or until his resignation or replacement by the public official or body responsible for his selection. (b) The Community Directors shall serve for such terms, as shall be designated by the By-Laws of the Corporation which terms may expire at different times but shall not continue for more than three (3) years.

Any vacancy occurring in the Board of Directors shall be filled, if at all, for the unexpired term thereof, by the persons and in the manner as set forth above, except that a vacancy in the office of Community Director shall be filled by appointment by the Mayor.

D. Quorum. A majority of the Board of Directors shall be necessary to constitute a quorum thereof, except in the event of a vacancy in the office of Director, a quorum shall require a majority of the remaining directors, and the act of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

E. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested or between the Corporation and any corporation or association of which one or more of its Directors are shareholders,

members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

F. Indemnification of Directors, Officers and Employees. The Corporation shall indemnify any person, his heirs, legal representatives and assigns, made a party to any action, suit or proceeding by reason of the fact that he is or was Director, officer or employee of the Corporation, or of any corporation which he served as such at the request of the Corporation against the reasonable expenses, including attorneys' fees actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except, unless otherwise specifically provided therein, in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, officer or employee is liable for negligence or misconduct in the performance of his duties. The Corporation shall also reimburse to any such Director, officer or employee the reasonable costs of settlement of or judgment rendered in any such action, suit or proceeding, if it



shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum) in their judgment reasonably exercised that such Director, officer or employee was not guilty of negligence or misconduct. In making such findings and notwithstanding the adjudication in any action, suit or proceeding against a Director, Officer or employee, no Director, Officer or employee shall be considered or deemed to be guilty of or liable for negligence or misconduct in the performance of his duty where, acting in good faith, such Director, officer or employee relied upon the books and records of the Corporation or statements or advice made by or prepared by any officer or employee of the Corporation, or any accountant, attorney or other person, firm or corporation employed by the Corporation to render advice or service, unless such Director, officer or employee had actual knowledge of the falsity or incorrectness thereof; nor shall a Director be deemed guilty of or liable for negligence or misconduct by virtue of the fact that he failed or neglected to attend a meeting or meetings of the Board of Directors of the Corporation.

The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that a membership list or lists of the above named corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the law and that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, I (we) the undersigned do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this . 5th . day of . September . . . . ., 19. 75.

*Robert D. Colestock* . . . . .  
(Written Signature)

Robert D. Colestock . . . . .  
(Printed Signature)

*E. Owen Donnelly* . . . . .  
(Written Signature)

E. Owen Donnelly . . . . .  
(Printed Signature)

*Richard Wanush* . . . . .  
(Written Signature)

Richard Wanush . . . . .  
(Printed Signature)

NOTARY ACKNOWLEDGEMENT  
(required)

State of Indiana

SS:

County of Allen . . . . .

Before me, *Patricia Ann Biancaniello*, a Notary Public in and for said county and State, personally appeared the above incorporator(s) and (severally) acknowledged the execution of the foregoing Articles of Incorporation.

Notary Seal  
Required

*Patricia Ann Biancaniello*  
(Written Signature)  
*Patricia ANN Biancaniello*  
(Printed Signature), Notary Public

My commission expires: . . . . .

WITNESS my hand and Notarial  
Seal this 8th day of Sept.,  
1975

This instrument was prepared by . . Richard C. Verwiebe . . . . .  
(Name)

1310 Anthony Wayne Bank Building, Fort Wayne, Indiana 46802  
(Number and Street or Building) (City) (State) (Zip Code)

DIGEST SHEETTITLE OF ORDINANCE RESOLUTION9-75-08-11DEPARTMENT REQUESTING ORDINANCE Department of Community Development & PlanningSYNOPSIS OF ORDINANCE Authorizing approval of Articles of Incorporation forNeighborhood Care, Inc., and providing for filing of same with Secretaryof StateEFFECT OF PASSAGE Articles of Incorporation will be filed with Secretary of StateEFFECT OF NON-PASSAGE Not filedMONEY INVOLVED (DIRECT COSTS, EXPENDITURES, SAVINGS) ASSIGNED TO COMMITTEE (PRESIDENT) ~~Finance~~ *Alto*



CITY OF FORT WAYNE

FORT WAYNE, INDIANA

CHARLES W. WESTERMAN  
CITY CLERK

September 2, 1975

Miss Helen Libbing  
Fort Wayne Newspapers, Inc.  
600 West Main Street  
Fort Wayne, Indiana 46802

Miss Libbing:

Please give the attached full coverage on the dates of September 7 and September 14, 1975, in both the News Sentinel and Journal Gazette.

RE: Zoning Map Ordinance No. Z-10-75  
Zoning Map No. X-11

General Ordinance No. G-25-75  
Corporation to be known as  
NEIGHBORHOOD CARE, INC.,

Zoning Map Ordinance No. Z-09-75  
Zoning Map No. A-1

General Ordinance No. G-24-75  
Establishment of an Urban Home-  
steading program

Please send us five (5) copies of the Publisher's Affidavit from both newspapers.

Thank you.

Sincerely,

A handwritten signature in cursive script, reading "Charles W. Westerman".

Charles W. Westerman  
City Clerk

CWW/ne  
ENCL: 4